

EXHIBIT A

ORRICK, HERRINGTON & SUTCLIFFE LLP

INVOICES FOR THE TIME PERIOD

NOVEMBER 1-30, 2009



ORRICK, HERRINGTON & SUTCLIFFE LLP
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David Austern, Futures Claims Representative for
W.R. Grace & Co.
c/o Claims Resolution Management Corp.
3110 Fairview Park Drive, Suite 200
Falls Church, VA 22042

December 11, 2009
Client No. 17367
Invoice No. 1225209

Orrick Contact: Roger Frankel

FOR SERVICES RENDERED through November 30, 2009 in connection
with the matters described on the attached pages:

DISBURSEMENTS as per attached pages:

TOTAL CURRENT FEES & DISBURSEMENTS (Pay this Amount):

Matter(s): 17367/10, 11, 13, 15, 7, 8

\$	345,791.50
	8,534.56
\$	<u>354,326.06</u>

DUE UPON RECEIPT

The following is for information only:

Previous Balance not included in this invoice:

\$1,486,155.99

If this amount has already been paid, please disregard.

In order to ensure proper credit to your account,
please reference your **INVOICE** and **CLIENT** numbers on your remittance.
For inquiries, call: (304) 231-2701. Fax (304) 231-2501.

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

REMITTANCE ADDRESS:

Orrick, Herrington & Sutcliffe LLP
4253 Collections Center Drive
Chicago, IL 60693
Reference: 17367/ Invoice: 1225209
E.I.N. 94-2952627
Overnight deliveries: (312) 974-1642

**ELECTRONIC FUNDS
TRANSFERS:**

Wire Transfers Only:
ABA Number 0260-0959-3
Bank of America
100 West 33rd Street, NY, NY 10001
Account of
Orrick, Herrington & Sutcliffe LLP
Account Number: 1499410382
Reference: 17367/ Invoice: 1225209
E.I.N. 94-2952627

**ELECTRONIC FUNDS
TRANSFERS:**

ACH Transfers Only:
ABA Number 121-000358
Bank of America
San Francisco Main Branch
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Orrick, Herrington & Sutcliffe LLP
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Reference: 17367/ Invoice: 1225209
E.I.N. 94-2952627



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For Legal Services Rendered Through November 30, 2009 in Connection With:

Matter: 7 - Insurance Matters

11/02/09	P. Mahaley	Draft insurance settlement documents.	6.70
11/03/09	P. Mahaley	Prepare for and attend OHS team meeting re insurance settlement strategy (1.3); confer with R. Wyron and D. Felder re insurance settlement terms (1.7); draft insurance settlement documents (6.0).	9.00
11/04/09	P. Mahaley	Review and revise third-party settlement agreement re insurance issues (1.0); conduct insurance settlement negotiations (5.7); draft insurance settlement documents (3.0).	9.70
11/05/09	P. Mahaley	Conduct settlement negotiations with insurers (2.9); draft insurance settlement documents (1.4).	4.30
11/06/09	P. Mahaley	Draft insurance settlement documents and communicate with insurers and Plan Proponents re same.	9.00
11/07/09	P. Mahaley	Conduct insurance settlement negotiations.	1.50
11/09/09	P. Mahaley	Finalize insurer settlement agreements and related documents for filing (3.5); analyze insurer objections and potential plan amendments addressing same (3.1); draft memorandum and table summarizing status of insurance settlement negotiations (.9).	7.50
11/10/09	P. Mahaley	Finalize insurance settlement agreements (1.3); analyze impact of proposed plan changes on insurance settlement agreements and draft memorandum re same (3.1).	4.40
11/11/09	P. Mahaley	Prepare for and attend OHS team meeting re insurance settlement strategy (2.0); draft insurance settlement documents (3.0).	5.00
11/13/09	P. Mahaley	Conduct insurer settlement negotiations (3.7); analyze proposed plan document changes re insurance issues (.5).	4.20
11/16/09	P. Mahaley	Analyze term sheets for settlements with third parties re insurance issues (1.8); confer with R. Wyron re insurance settlement strategy (1.8); analyze proposed Plan document changes re insurance issues and confer with P. Lockwood and R. Wyron re same (1.4).	5.00



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11/17/09	P. Mahaley	Prepare for and attend OHS team meeting re insurance settlement strategy and follow up on action items (2.5); analyze impact of proposed third-party settlement on insurance settlement agreements and confer with R. Wyron re same (2.6); confer with R. Horkovich, J. Posner, F. Zaremba and L. Esayan re response to insurer position re insurance coverage defense (.5); analyze potential counter-demand to insurer re settlement (.5); draft memorandum analyzing insurance implications of changes to Plan filed September 4, 2009 (1.1).	7.20
11/18/09	P. Mahaley	Analyze and revise Plan Proponents' draft Reply brief re insurance issues.	3.50
11/19/09	P. Mahaley	Analyze potential resolution re objection re third-party claims against insurers (3.6); conduct insurance settlement negotiations (1.1); review and revise Plan Proponents' draft reply brief re insurance issues (1.8); revise draft approval order re potential objection (1.8).	8.30
11/20/09	P. Mahaley	Conduct settlement negotiations with insurers and follow up on action items re same.	6.30
11/23/09	L. Le	Review docket re post trial reply briefs and prepare index chart for S. Cruzado.	4.30
11/23/09	P. Mahaley	Analyze strategy re insurer settlement and draft memorandum re same (1.8); analyze past Plan changes re implication for insurance settlement issues and draft memorandum re same (2.3).	4.10
11/24/09	L. Le	Review docket re post trial reply brief.	1.50
11/24/09	P. Mahaley	Confer with counsel for objector re proposed order re approval of insurance settlement agreement (.5); draft insurance settlement documents (3.6).	4.10
11/30/09	P. Mahaley	Conduct insurance settlement negotiations (1.2); draft insurance settlement documents (3.3); confer with R. Wyron re insurance settlement strategy (1.4); draft summary re insurance settlement strategy (1.5).	7.40

Total Hours	113.00
Total For Services	\$65,842.00

Timekeeper Summary	Hours	Rate	Amount
Loc Q. Le	5.80	170.00	986.00
Peri N. Mahaley	107.20	605.00	64,856.00
Total All Timekeepers	113.00	\$582.67	\$65,842.00



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Disbursements	
Document Reproduction	69.80
Other Business Meals	11.25
Outside Reproduction Services	1.65
Outside Services	176.56
Telephone	4.77
Travel Expense, Local	288.00
Westlaw Research	213.50
Total Disbursements	\$765.53
 Total For This Matter	 \$66,607.53



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Matter: 8 - Litigation

11/01/09	J. Burke	Participate in telephone conference with counsel for other Plan Proponents regarding post-trial brief.	1.50
11/01/09	J. Guy	Review post-trial briefs and comment on same.	1.40
11/01/09	J. Guy	Telephone calls and e-mails with other Plan Proponents regarding post-trial briefs (separate occasions).	0.80
11/01/09	R. Frankel	Review draft master brief, series of e-mails re same.	2.70
11/02/09	D. Fullem	Review upcoming objection deadlines and hearings on various matters.	0.10
11/02/09	D. Felder	Review Allianz settlement agreement and related documents.	2.10
11/02/09	K. Orr	Review and analyze docket (.1); various e-mails to/from internal team and counsel for Plan Proponents regarding post-trial briefs (.3); prepare agenda for internal meeting (.1); review and edit main post-trial brief (3.0).	3.50
11/02/09	J. Guy	Review objector briefs.	2.50
11/02/09	J. Guy	Work on various post-trial briefs.	4.00
11/02/09	R. Wyron	Review e-mails re Edwards/FFIC protocol and respond (.8); call with M. Plevin re FFIC deal and follow-up (.4); call with P. Mahaley re Edwards and FFIC and follow-up (.3); organize notes for 11/3 meeting (.2).	1.70
11/03/09	D. Fullem	Review recent docket updates.	0.10
11/03/09	J. Burke	Attend confirmation strategy meeting with internal team (1.0); review case law cited in post-trial brief and e-mail R. Frankel (1.7).	2.70
11/03/09	D. Felder	Conference with litigation team regarding strategy and next steps and follow-up with R. Wyron and P. Mahaley regarding same (1.2); review Edwards bond release protocol (1.5); telephone conference with D. Parsons, V. Hooker, and Orrick lawyers regarding Edwards bond release protocol and follow-up regarding same (.8); review, revise and consider Edwards bond release protocol, Edwards settlement agreement and motion to approve same (7.0); review and revise state court pleadings regarding release of Edwards bond and remand and dismissal of appeal (2.5); e-mail correspondence to/from R. Wyron and P. Mahaley regarding same (.7).	13.70



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11/03/09	K. Orr	Review and analyze docket entries (.1); prepare materials for internal meeting (.1); office conference with internal team regarding post-trial briefs and status of non-insurer and insurer settlements (1.0); e-mails to/from internal team and counsel for Plan Proponents regarding post-trial briefs (.2)	1.40
11/03/09	M. Wallace	Discuss term sheet issues with R. Wyron.	0.10
11/03/09	M. Wallace	Begin updating term sheet for comments of OHS team.	1.80
11/03/09	M. Wallace	Correspond with R. Wyron regarding timing of insurer settlement.	0.10
11/03/09	R. Wyron	Review agenda (.3); participate in strategy session with litigation and insurance team (1.0); review insurance settlements with P. Mahaley and follow-up (.8); call with Edwards plaintiffs and e-mail re same (.6); call with FFIC re open issues and follow-up (.4); review and revise protocol and settlement agreement language (.8); continue review of briefs (1.1); call with M. Giannotto re neutrality and settlement and follow-up (.4); review Libby issues and follow-up with M. Wallace (.8); review Wachovia language (.2); call with counsel for Wachovia and follow-up (.4).	6.80
11/03/09	R. Frankel	Review schedule of filed briefs (.3); review issues re settlements (.3).	0.60
11/03/09	R. Frankel	Confer with internal Grace team re strategy, briefs, settlement (1.0); notes re same (.3).	1.30
11/03/09	R. Frankel	Review Grace lender brief.	2.30
11/03/09	R. Frankel	Review various case law and notes re same.	1.20
11/04/09	S. Cruzado	Review recent filings (1.3); conference re same (.2).	1.50
11/04/09	J. Burke	Research regarding confirmation issues.	0.80
11/04/09	D. Felder	Attention to Edwards settlement issues.	1.30
11/04/09	M. Wallace	Review issues list presented to client for review regarding potential settlement.	0.20
11/04/09	M. Wallace	Continue drafting comments to term sheet.	2.50
11/04/09	J. Guy	Attention to post-trial briefs from all parties.	0.50
11/04/09	R. Wyron	Call with P. Lockwood re status and follow-up (1.5); call with D. Glosband re issues and follow-up (.4); review term sheet (.6); review Libby issues (.4); review FFIC, Edwards and protocol agreements and provide comments (.7); review draft 9019 pleadings (.8); review Zurich issues and call with P. Mahaley re same (.6); call with T. Freedman and follow-up (.7); review Lincoln issues and respond to e-mail from J. Baer re same (.4); work on Wachovia issues and follow-up e-mails (.4).	6.50
11/04/09	R. Frankel	Review main Plan Proponent Brief.	1.70
11/04/09	R. Frankel	Telephone conferences with CNA, BNSF issues; notes re same.	0.50



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11/04/09	R. Frankel	Review e-mail re BNSF, insurer issues.	1.80
11/05/09	J. Burke	Review internal memorandum by A. Jennings and cases cited (1.0); confer with R. Frankel regarding confirmation issue (.2).	1.20
11/05/09	D. Felder	Attention to Edwards settlement agreement and related issues and e-mail correspondence regarding same.	4.50
11/05/09	M. Wallace	Review correspondence regarding comments to term sheet.	0.10
11/05/09	R. Wyron	Review revised agreements with Allianz, Edwards and Zurich and provide comments (2.1); review draft 9019 motions and respond to comments (1.8); call with counsel for Wachovia and follow-up (.6); review research re letter of credit issues (.3); work on term sheet (.8); review and outline issues on term sheet (.8); follow-up with R. Frankel on issues and e-mail re same (.6); call with J. Cohn and follow-up (.3).	7.30
11/05/09	R. Frankel	Review, prepare notes re BNSF.	0.90
11/05/09	R. Frankel	Read case law (.3); telephone conference with J. Burke re same (.3).	0.60
11/05/09	R. Frankel	Review memo from K&E re issues for Reply Brief.	1.30
11/05/09	R. Frankel	Review memo re post-petition interest, case law.	1.10
11/05/09	R. Frankel	Review revised term sheet from M. Wallace.	0.80
11/05/09	R. Frankel	Telephone conference with R. Wyron re BNSF and Libby.	0.60
11/06/09	D. Fullem	Review e-mail from R. Frankel regarding 10-Q filed by Grace; research same for R. Frankel.	0.50
11/06/09	D. Felder	Begin review of post-trial briefs and prepare summary chart regarding same (4.5); review and revise Edwards bond release protocol and related issues regarding settlement agreement (4.0); conferences with R. Wyron and P. Mahaley regarding same and follow-up (1.5); review and revise Edwards settlement agreement and related documents and e-mail correspondence regarding same (4.0).	14.00
11/06/09	M. Wallace	Review comments to term sheet.	0.10
11/06/09	M. Wallace	Revise term sheet and circulate for internal review.	0.50
11/06/09	R. Wyron	Work on issues on Edwards/FFIC deal and e-mails re same (1.2); calls to M. Plevin on open issues and follow-up (.3); confer with D. Felder and P. Mahaley on status and open issues re Edwards, FFIC and Zurich deals, and follow-up e-mails re same (1.3); work on reply brief issues and follow-up (.9); review revised settlement agreements (.6); work on Libby issues and follow-up (.5); call with D. Glosband re issues and follow-up (.9).	5.70
11/06/09	R. Frankel	Review marked term sheet from R. Wyron.	0.80
11/06/09	R. Frankel	Review Plan Proponent Libby brief.	1.20
11/06/09	R. Frankel	Review chart from TP showing effect of settlement.	0.50



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11/06/09	R. Frankel	Conference call with D. Glosband re BNSF, CNA issues (.5); prepare notes re term sheet (.2).	0.70
11/07/09	R. Wyron	Review remaining Edwards/FFIC issues and respond to e-mails re same (.4); review current draft of settlement agreement (.3).	0.70
11/08/09	R. Frankel	Read post-trial briefs of Morgan Stanley Sr. Funding, One Beacon, et al., Hartford and CNA Companies.	2.70
11/09/09	S. Cruzado	Review post-trial briefs (1.3); conference with K. Orr re same (.2)	1.50
11/09/09	J. Burke	Research regarding confirmation issue.	4.10
11/09/09	D. Felder	Attention to Edwards settlement agreement and related issues (1.5); e-mail correspondence regarding same (1.0); review, revise and finalize same (2.6); review post-trial brief reply outline from Debtors and consider issues regarding same (.5); telephone conference with Plan Proponents and follow-up regarding same (2.4).	8.00
11/09/09	M. Wallace	Correspond with OHS team regarding delivery of term sheet comments and delivery of same to Caplan.	0.10
11/09/09	M. Wallace	Telephone call with R. Wyron regarding client review of term sheet and provide same to D. Austern.	0.10
11/09/09	R. Wyron	Review open Edwards/FFIC issues and e-mails re same (.8); calls with M. Plevin re open issues and follow-up (.4); call with D. Austern on settlements and follow-up (.4); review e-mails re final agreements and respond (.3); review objectors' briefs and organize notes (2.7); call with Plan Proponents re briefing and follow-up (.9); work on BNSF outline (.8); review brief allocation issues (.3); outline potential settlements in process (.7).	7.30
11/09/09	R. Frankel	Review revised term sheet from M. Wallace re settlement issues, e-mail re same.	0.90
11/09/09	R. Frankel	Review post-trial briefs of Maryland Casualty and Kaneb.	1.10
11/10/09	D. Felder	Attention to post-trial brief and related issues (3.5); review previously filed briefs and outline issues regarding same (3.0).	6.50
11/10/09	R. Wyron	Work on Libby issues (.8); review objectors' briefs and outline of responses (1.8); begin outline of BNSF response (1.2); review revised term sheet and follow-up (.4); review insurer term sheet issues and draft response (.8); review Hartford objection and respond to e-mails (.3); review insurance settlement status (.4).	5.70
11/10/09	R. Frankel	Read post-trial briefs of BNSF, Anderson Memorial, Geico, Montana, Longacre, Garlock, UCC and Lender Group and Libby.	3.40



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11/11/09	J. Burke	Attend confirmation strategy meeting with internal Grace team (1.6); review objector's post-trial brief (.8); research regarding confirmation issue (1.7); confer with D. Felder regarding research (.8); confer with R. Wyron and D. Felder regarding results of research of confirmation issue (.9); prepare e-mail to R. Wyron and D. Felder regarding same (.7).	6.50
11/11/09	D. Felder	Telephone conferences and e-mail correspondence with J. Burke and follow-up regarding reply to post-trial brief (1.8); telephone conference and e-mail correspondence with R. Wyron and J. Burke regarding same (1.0); review notes and e-mail correspondence from J. Burke regarding same (1.0).	3.80
11/11/09	K. Orr	Review various outlines of arguments for post-trial responses (.8); review various docket entries and update case calendar (.4); prepare materials for internal meeting (.1); office conference with internal team regarding post-trial brief responses and status of non-insurer and insurer settlements (1.5).	2.80
11/11/09	M. Wallace	Modify term sheet for ACC comments, proof and distribute for approval.	0.40
11/11/09	M. Wallace	Discuss changes to term sheet with R. Frankel and R. Wyron.	0.20
11/11/09	J. Guy	Attend Orrick team meeting.	1.00
11/11/09	J. Guy	Attention to reply brief issues.	1.00
11/11/09	J. Guy	Attention to reply brief.	0.80
11/11/09	R. Wyron	Review Kaneb issues and follow-up with T. Freedman (.8); participate in strategy discussion with OHS team and follow-up on reply briefs (1.7); review objectors' briefs (1.3); call with P. Lockwood re Kaneb, BNSF and Hartford objections (2.0); call with D. Felder and J. Burke on BNSF response, and follow-up (1.1); review revised term sheet (.4).	7.30
11/11/09	R. Frankel	Review series of e-mails re plan issues, possible settlements.	0.50
11/11/09	R. Frankel	Review various charts of post-trial objections, allocation for reply.	0.60
11/11/09	R. Frankel	Review series of e-mails re Sealed Air issues with plan objections.	0.60
11/11/09	R. Frankel	Confer with internal team re reply brief.	1.50
11/11/09	R. Frankel	Telephone conference with E. Inselbuch re CNA (.3); confer with M. Wallace, R. Wyron re changes to term sheet (.4).	0.70
11/11/09	R. Frankel	Review briefing issues re BNSF (.4); confer with R. Wyron re same (.2).	0.60
11/11/09	R. Frankel	Confer with R. Wyron re Libby, CNA issues.	0.40
11/12/09	J. Burke	Draft section of post-trial reply brief.	1.90
11/12/09	D. Felder	E-mail correspondence with J. Burke regarding reply to post-trial brief and follow-up regarding same.	1.50



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11/12/09	M. Wallace	Respond to inquiries from the ACC regarding changes to the term sheet.	0.30
11/12/09	M. Wallace	Review correspondence with P. Lockwood about remaining issues.	0.10
11/12/09	R. Wyron	Work on response to group settlement term sheet (1.7); follow-up e-mails and respond on group settlement issues (.4); review issues on response to BNSF (.4); organize notes re Kaneb issues (.3); call with J. Radecki re financial issues (.2); work on Libby term sheet and follow-up (.8); review issues list for strategy meeting (.3); organize outline of issues for group settlement meeting (.8).	4.90
11/12/09	R. Frankel	Review letters to counsel re structured settlement (.5); telephone conference with R. Wyron re same (.3).	0.80
11/12/09	R. Frankel	Review various memos, charts in connection with Reply Briefs.	0.90
11/13/09	J. Burke	Research and draft section of post-trial reply brief.	7.30
11/13/09	D. Felder	Review and revise reply to post-trial brief regarding certain issues (3.5); conferences with J. Burke regarding same (.4); review Plan Proponents' post-trial brief and brief in support of confirmation (1.6); review objectors post-trial briefs (1.6).	7.10
11/13/09	M. Wallace	Review term sheet for additional comments from the ACC and distribute.	0.20
11/13/09	M. Wallace	Review and respond to correspondence regarding distribution of term sheet.	0.10
11/13/09	R. Wyron	Work on BNSF issues (.7); follow-up with D. Felder and J. Burke on reply brief and e-mails re same (.8); review CDN ZAI issues and follow-up (.6); draft, review and revise response to BNSF (2.6); calls to R. Frankel and P. Lockwood re response to BNSF and follow-up (.7); review revised term sheet (.4); review neutrality proposal and outline issues (1.1); calls re Grace financial update (.3).	7.20
11/13/09	R. Frankel	Review opinion in G-1 Holdings (1.4); discuss with R. Wyron (.2).	1.60
11/13/09	R. Frankel	Review further revisions to response re term sheet structure, e-mails re same.	1.10
11/14/09	R. Frankel	Review P. Mahaley memo re status with unsettled insurers (.7); notes re same (.2).	0.90
11/15/09	J. Burke	Revise draft section of post-trial brief.	2.20
11/16/09	J. Burke	Revise draft section of post-trial brief.	5.90
11/16/09	D. Felder	Review post-trial brief reply and comments regarding same (1.2); e-mail correspondence and telephone conference with J. Burke regarding same (1.0); review documents regarding BNSF issues and consider research issues regarding same (2.5).	4.70



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11/16/09	K. Orr	Review and analyze docket entries (.2); various e-mails to/from internal team regarding post-trial responses and plan amendments (.2); prepare agenda for internal meeting (.1); review post-trial response insert and office conference with J. Guy regarding same (.3).	0.80
11/16/09	M. Wallace	Review correspondence regarding objector.	0.20
11/16/09	M. Wallace	Review correspondence regarding term sheet comments delivery.	0.10
11/16/09	J. Guy	Review and edit reply brief.	0.80
11/16/09	R. Wyron	Review neutrality proposal (.4); work on CNA issues (.3); confer with P. Mahaley on neutrality, insurance settlements, Libby issues and follow-up (1.1); review and revise response to BNSF brief (.8); call with D. Glosband and follow-up (.3); call with P. Lockwood on neutrality and follow-up (1.1); review draft reply sections (1.8); work on Kaneb issues (.9); work on plan amendment and call to T. Freedman re same (.7); confer with J. Burke on BNSF brief and follow-up (.6).	8.00
11/16/09	R. Frankel	Review order confirming G-1 Holdings plan.	0.60
11/16/09	R. Frankel	Review neutrality language and proposed stipulation and Agreed Order (1.0); telephone conference with R. Wyron re insurance issues (.3).	1.30
11/16/09	R. Frankel	Review, edit BNSF portion (several versions) of draft response.	2.10
11/16/09	R. Frankel	Review draft insert to brief responding to Libby classification, discrimination issues.	1.10
11/16/09	R. Frankel	Review revised memo/letter re structure of BNSF settlement (.6); prepare notes re same (.3).	0.90
11/17/09	D. Fullem	Review, research and respond to e-mail from R. Frankel regarding Grace stock ratings.	0.30
11/17/09	D. Fullem	Review notice of matters scheduled for hearing on November 23.	0.20
11/17/09	J. Burke	Attend confirmation strategy meeting with internal Grace team.	0.60
11/17/09	D. Felder	Conference with litigation team regarding strategy and next steps (.5); review e-mail correspondence regarding research issues and follow-up regarding same (1.0); research regarding settlement issues (5.0); review draft reply to post-trial briefs from Debtors and ACC (1.5).	8.00



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11/17/09	K. Orr	Prepare materials for internal meeting and review docket (.2); various e-mails to/from internal team and counsel for Plan Proponents regarding post-trial responses, omnibus hearing, and oral argument (.3); office conference with internal team regarding post-trial responses, case status, and status of non-insurers and insurer settlements (.7); office conference with J. Guy regarding post-trial responses and case status (.2).	1.40
11/17/09	J. Guy	Attention to post-trial reply briefs.	0.80
11/17/09	J. Guy	Meet with Orrick team regarding pending matters.	0.70
11/17/09	R. Wyron	Prepare analysis for BNSF discussion (.8); call with D. Glosband re issues and follow-up (.4); review Kaneb arguments and issues (.7); call with T. Freedman and P. Mahaley re Kaneb objection and e-mails re same (1.1); confer with litigation team on strategy (.7); confer with R. Frankel and P. Mahaley on Kaneb strategy (.4); continue work on potential plan amendments (.9); continue review of draft briefs (1.3).	6.30
11/17/09	R. Frankel	Review Congoleum opinion from February 1, 2007 re use of 105 injunction.	1.20
11/17/09	R. Frankel	Consider possible settlement counteroffers to proposal, review NPV spreadsheets.	0.60
11/17/09	R. Frankel	Read draft of main brief from Kirkland and Ellis.	2.10
11/17/09	R. Frankel	Review agenda for 11/23 hearing.	0.30
11/17/09	R. Frankel	Review amended and restated CDN ZAI minutes of settlement.	0.80
11/17/09	R. Frankel	Telephone conference with R. Wyron, P. Mahaley re Kaneb issues (.5); prepare notes re same (.2).	0.70
11/17/09	R. Frankel	Telephone conference with team re Grace status, briefing, settlements.	0.80
11/17/09	R. Frankel	Review circulated draft of BNSF portion of brief, notes re same.	1.10
11/18/09	J. Burke	Revise post-trial brief.	0.90
11/18/09	D. Felder	Telephone conference with R. Frankel and R. Wyron regarding post-trial brief reply (.5); review and follow-up regarding same (4.8).	5.30
11/18/09	K. Orr	Review and analyze docket and e-mails to/from internal team and counsel for Plan Proponents regarding post-trial responses.	0.20
11/18/09	J. Guy	Attention to post-trial reply briefs.	1.00



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11/18/09	R. Wyron	Review draft briefs (1.6); call with R. Frankel and D. Felder re brief changes and follow-up (.9); review Libby issues (.6); call with D. Cohn re Libby issues and follow-up (1.3); confer with P. Mahaley re open issues and follow-up (.7); review Wachovia, CNA, BNSF and Garlock issues, and organize notes re same (1.1); review case law and organize notes for BNSF discussion (.8); review Kaneb pleadings (.7).	7.70
11/18/09	R. Frankel	Review revised brief from Kirkland and Ellis (1.3); review marked changes to brief (.6).	1.90
11/18/09	R. Frankel	Review assignment portion of brief.	0.60
11/18/09	R. Frankel	Telephone conference with D. Felder, R. Wyron re draft brief.	0.70
11/18/09	R. Frankel	Continue review of main draft reply brief.	2.10
11/19/09	J. Burke	Research for settlement negotiations with plan objector.	5.60
11/19/09	D. Felder	Review revised post-trial reply brief from Debtors and Libby brief from ACC and note issues regarding same (2.0); e-mail correspondence to/from Kirkland regarding same (.7)	2.70
11/19/09	J. Guy	Attention to reply briefs.	0.80
11/19/09	R. Wyron	Review and organize Libby comments (.8); confer with R. Frankel on strategy for Libby and BNSF, and follow-up e-mails re same (1.4); confer with insurer counsel regarding potential settlements and follow-up (.6); review Wachovia proposal and follow-up (.5); organize outline for meeting (.7); review draft briefs and organize comments (2.3); follow-up e-mails on comments on briefs (.4); review Kaneb pleadings for discussion (.8).	7.50
11/19/09	R. Frankel	Review revised Plan Proponents' response to Libby post-trial brief.	1.30
11/19/09	R. Frankel	Confer with R. Wyron re Libby issues, telephone conference with D. Cohn.	0.60
11/19/09	R. Frankel	Confer with R. Wyron re BNSF, CNA issues (.8); telephone conference with M. Giannatto, J. Aldock (.4); notes re same (.3).	1.50
11/19/09	R. Frankel	Review series of e-mails re Fireman Fund, Wachovia issues.	0.60
11/19/09	R. Frankel	Review series of term sheets, e-mails re structure for settlement.	1.70
11/20/09	J. Burke	Research for negotiations with plan objector.	1.40
11/20/09	D. Felder	Review revised drafts of main reply brief from Debtors (3.3); review revised drafts of reply to Libby from ACC (1.2); e-mail correspondence regarding same (.7); e-mail correspondence with J. Burke regarding BNSF issues (.4); review and consider same (1.0).	6.60
11/20/09	J. Guy	Attention to post-trial reply briefs.	1.00



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11/20/09	R. Wyron	Review drafts of briefs and follow-up (1.2); organize outline of follow-up items on insurance settlements (.6); conference with P. Lockwood on Wachovia, neutrality and objections, and follow-up (.8); meet with P. Lockwood on strategy (.9); meet with objectors re settlement (3.9); organize outline of open Libby issues (.6); begin review of incoming briefs (.9).	8.90
11/20/09	R. Frankel	Review file in preparation for settlement meeting.	0.60
11/20/09	R. Frankel	Confer with P. Lockwood, R. Wyron, P. Mahaley in preparation for settlement meeting.	0.90
11/20/09	R. Frankel	Confer with objectors, P. Lockwood, R. Wyron, P. Mahaley re settlement (3.4); notes re same (.4).	3.80
11/20/09	R. Frankel	Confer with P. Lockwood, R. Wyron re BNSF, CNA issues, Wachovia issues.	1.20
11/20/09	R. Frankel	Review final marked changes to main brief (.6); confer with R. Wyron, D. Felder re same (.3).	0.90
11/20/09	R. Frankel	Review revised version of main brief from K&E.	0.80
11/21/09	R. Frankel	Review outline of briefs filed.	0.60
11/23/09	K. Orr	Review and analyze docket (.1); e-mails to/from internal team regarding post-trial responses (.1).	0.20
11/23/09	M. Wallace	Review correspondence regarding discussions.	0.10
11/23/09	R. Wyron	Review settlement proposal and follow-up (.9); draft e-mail re Libby issues (.4); review Wachovia issues for 11/24 call (.7); continue review of briefs (1.9); organize open items list (.3); review neutrality issues for call (.5); call with M. Giannotto re neutrality and follow-up (.9).	5.60
11/23/09	R. Frankel	Review Plan Proponents as filed responsive briefs - Lender Brief, Libby Brief.	2.60
11/23/09	R. Frankel	Attend telephonic omnibus hearing.	0.70
11/24/09	S. Cruzado	Review reply post trial briefs.	0.50
11/24/09	D. Fullem	Prepare docket updates and circulate to parties.	0.30
11/24/09	M. Wallace	Review correspondence regarding documentation and next steps.	0.10
11/24/09	R. Wyron	Work on Wachovia issues (.4); call with P. Lockwood re Montana issues and follow-up e-mail (.6); call with T. Freedman on Wachovia and follow-up (.3); call with Wachovia counsel and follow-up (.6); review and revise language on approval order (.4); calls with M. Plevin and D. Parsons on Wachovia (.3); review insurance issues with P. Mahaley and follow-up (.5).	3.10
11/24/09	R. Frankel	Review bank lender response brief, begin review of main Plan Proponent response brief.	2.20
11/25/09	R. Frankel	Review main brief (1.0); prepare issues list for oral argument (.9).	1.90



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11/27/09	R. Frankel	Review various objector post-trial response briefs filed by BNSF, CNA, Anderson Memorial.	2.60
11/30/09	K. Orr	E-mails to/from internal team regarding post-trial responses and team meeting (.1); review and analyze docket (.1); prepare agenda for internal meeting (.1); review various post-trial responses (1.0).	1.30
11/30/09	M. Wallace	Review and respond to correspondence regarding Grace TDP.	0.10
11/30/09	R. Wyron	Organize notes on open settlement issues and outline strategy (1.4); review agenda for strategy conference and outline pending items (.6); review insurance and other settlement issues with P. Mahaley and follow-up (1.6); review neutrality stipulation (.3); review TDP changes and pending issues (.8); call with J. Radecki re status and follow-up (.3).	5.00
11/30/09	R. Frankel	Review various objector post-trial response briefs filed by Libby, CNA.	2.20

Total Hours	371.30
Total For Services	\$266,593.50

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
James W. Burke	42.60	360.00	15,336.00
Stephen C. Cruzado	3.50	230.00	805.00
Debra Felder	89.80	590.00	52,982.00
Roger Frankel	84.50	945.00	79,852.50
Debra O. Fullem	1.50	255.00	382.50
Jonathan P. Guy	17.10	755.00	12,910.50
Kathleen Orr	11.60	620.00	7,192.00
Mary A. Wallace	7.50	650.00	4,875.00
Richard H. Wyron	113.20	815.00	92,258.00
Total All Timekeepers	371.30	\$718.00	\$266,593.50

Disbursements



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Document Reproduction	560.60
Express Delivery	18.72
Local Tolls	17.00
Other Business Meals	49.68
Outside Reproduction Services	3.30
Outside Services	437.42
Postage	1.73
Telephone	29.46
Westlaw Research	3,390.00
Total Disbursements	\$4,507.91

Total For This Matter \$271,101.41



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Matter: 10 - Retention of Professionals - Other

11/06/09	D. Fullem	Review e-mail to J. Radecki regarding objection deadline to Lincoln employment application.	0.20
11/06/09	D. Fullem	Prepare CNO relating to Lincoln employment application; provide to D. Felder for review/comment/approval.	0.30
11/06/09	D. Fullem	Prepare e-mail regarding objection deadline on Lincoln employment application.	0.10
11/09/09	D. Fullem	Review docket; e-mail to D. Felder regarding no objections to Lincoln employment application; coordinate filing and serving of CNO as to Lincoln employment application.	0.50
11/11/09	D. Fullem	Review and respond to e-mails from J. Radecki and D. Felder regarding confirmation of filing CNO for Lincoln employment application.	0.20
11/19/09	D. Fullem	Review Order entered by Court on Lincoln employment.	0.10
		Total Hours	1.40
		Total For Services	\$357.00

Timekeeper Summary	Hours	Rate	Amount
Debra O. Fullem	1.40	255.00	357.00
Total All Timekeepers	1.40	\$255.00	\$357.00

Disbursements			
Document Reproduction		310.80	
Outside Services		19.36	
Postage		811.45	
	Total Disbursements		\$1,141.61

Total For This Matter **\$1,498.61**



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Matter: 11 - Compensation of Professionals - Other

11/02/09	D. Fullem	Organize fee application materials for files.	0.10
11/02/09	D. Fullem	Review and respond to e-mail from K. Boeger at Tillinghast regarding status and filing of their September 09 fee application.	0.20
11/03/09	D. Fullem	Prepare CNO for Tre Angeli June fee application; coordinate signature, filing and serving of same.	0.50
11/03/09	D. Fullem	Finalize, file, and serve FCR and Tillinghast September 09 fee applications.	1.00
11/03/09	D. Fullem	Review and respond to e-mail from K. Boeger regarding back-up detail on Sept 09 fee application.	0.20
11/05/09	D. Fullem	Review and respond to e-mail from D. Davis regarding Piper Jaffray Sept 09 fee application.	0.20
11/06/09	D. Fullem	Review and respond to e-mail from D. Davis regarding Piper's quarterly for the period Jul-Sep 09.	0.20
11/09/09	D. Fullem	Coordinate filing and serving of Piper Jaffray's September 09 fee application.	0.50
11/10/09	D. Fullem	Review and respond to e-mail from B. Ruhlander regarding status of D. Austern quarterly fee application.	0.20
11/10/09	D. Fullem	Prepare FCR's Twenty-First quarterly for the Apr-Jun 09 time period; forward to D. Austern for review/signature.	1.20
11/11/09	D. Fullem	Review e-mail from K. Boeger at Tillinghast regarding October 2009 fee application.	0.10
11/11/09	D. Fullem	E-mails to and from D. Austern (.2); finalize D. Austern's quarterly fee application for the April-June 09 time period (.6); e-mails to C. Hartman and D. Spicuzza to coordinate filing and serving of same (.2).	1.00
11/12/09	D. Fullem	Confer with D. Spicuzza regarding service of D. Austern's quarterly for Apr-Jun 09.	0.10
11/12/09	D. Fullem	Review e-mail from K. Boeger at Tillinghast and draft of October fee application; prepare e-mail to respond to same.	0.30
11/16/09	D. Fullem	Review and revise fifteenth quarterly fee application from Piper Jaffray for the Jul-Sep 09 time period.	0.40
11/16/09	D. Fullem	Review and calendar omnibus hearing dates regarding quarterly fee applications filed in 2010.	0.10
11/17/09	D. Fullem	Prepare D. Austern's 22nd quarterly fee application for the period July-Sept 09 (1.0); prepare e-mail to D. Austern for review/comment/approval (.1).	1.10



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11/19/09	D. Fullem	Telephone call from D. Austern regarding edits to quarterly fee application for Jul-Sep 09 time period (.1); prepare edits and re-format same (.8); e-mail to D. Austern for review/signature/return (.1)	1.00
11/20/09	D. Fullem	Prepare final of Piper's 15th quarterly for July-Sept 09 time period; e-mail to C. Hartman for filing; coordinate service of same.	0.50
11/20/09	D. Fullem	Calendar objection deadlines relating to fee applications.	0.20
11/20/09	D. Felder	Review Piper Jaffray notice and conference with D. Fullem regarding same.	0.10
11/23/09	D. Fullem	Review packages from D. Austern and Lincoln regarding original signed fee applications to be filed.	0.10
11/24/09	D. Fullem	Prepare Tillinghast October fee application for filing/service.	0.50
11/24/09	D. Fullem	Prepare notices for Lincoln September and October fee applications (.4); review and re-format fee applications with current information (.5); prepare for filing/service (.4).	1.30
11/25/09	D. Fullem	Prepare e-mails to Grace service list group regarding filing of Tillinghast Oct fee application and Lincoln Sept and Oct fee applications.	0.30
11/25/09	D. Fullem	Prepare e-mail to C. Hartman regarding confirming filing of Tillinghast and Lincoln fee applications.	0.10
11/30/09	D. Fullem	Prepare CNOs for D. Austern and Tillinghast September 09 monthly fee applications; e-mail to D. Felder regarding same.	0.60
11/30/09	D. Fullem	Review status/timing of filing next round of FCR and other professionals' fee applications.	0.20
		Total Hours	12.30
		Total For Services	\$3,170.00

Timekeeper Summary	Hours	Rate	Amount
Debra Felder	0.10	590.00	59.00
Debra O. Fullem	12.20	255.00	3,111.00
Total All Timekeepers	12.30	\$257.72	\$3,170.00

Disbursements



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Document Reproduction	186.80
Express Delivery	97.89
Outside Services	7.04
Postage	546.45
Total Disbursements	\$838.18

Total For This Matter \$4,008.18



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Matter: 13 - Compensation of Professionals - Orrick

11/02/09	D. Fullem	Organize fee application materials for files.	0.10
11/02/09	D. Fullem	Review and respond to e-mail from B. Ruhlander regarding expense detail for April-June time period; request same from accounting.	0.30
11/05/09	D. Fullem	Review and respond to e-mail from R. Wyron regarding status of next round of quarterly fee application filings.	0.10
11/05/09	D. Fullem	Prepare final Excel expense spreadsheet; confirm and reconcile amounts to fee apps; e-mail to B. Ruhlander as requested.	0.80
11/05/09	D. Fullem	Review and respond to e-mail from B. Ruhlander regarding certain expense code items.	0.20
11/06/09	D. Fullem	Review October prebill.	1.50
11/06/09	D. Fullem	Review e-mail from B. Ruhlander, fee auditor, regarding expense question during Apr-Jun 09 period.	0.10
11/09/09	D. Fullem	Review e-mail and initial report from B. Ruhlander, fee auditor, and certain meal expenses for time period April - June 09; discuss same with R. Wyron regarding response and timing.	0.50
11/09/09	D. Fullem	Confer with D. Felder regarding October prebill review and status.	0.10
11/09/09	D. Fullem	Review e-mail from J. Cutler regarding October prebill; forward to D. Felder for review.	0.20
11/09/09	D. Fullem	E-mail to D. Felder regarding additional revisions to October prebill.	0.20
11/09/09	D. Fullem	E-mail to P. Reyes regarding meal expenses.	0.10
11/09/09	D. Felder	Review October prebill.	1.80
11/09/09	R. Wyron	Review fee auditor's comments.	0.30
11/10/09	D. Fullem	Review e-mail from R. Wyron regarding litigation and insurance matters on October prebill.	0.20
11/10/09	D. Fullem	Prepare draft response to the fee auditor's initial report for the quarterly period of Apr-Jun 09; prepare chart of meal expenses; forward same to R. Wyron for review.	1.40
11/12/09	D. Fullem	Confer with J. Guy regarding insurance and litigation matters of prebill for review; follow-up with D. Spicuzza.	0.20
11/12/09	D. Fullem	Prepare quarterly fee application for the period July 1 - Sept 30.	1.50



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11/13/09	D. Fullem	Review and respond to e-mail from R. Wyron regarding fee auditor's reports on quarterly fee applications.	0.20
11/13/09	D. Felder	Review quarterly fee application.	0.60
11/13/09	R. Wyron	Provide additional comments on October prebill.	0.30
11/16/09	D. Fullem	Prepare D. Felder edits to fifteenth quarterly for the period July-Sept 09 (.3); e-mail to D. Felder regarding status (.1); prepare final edits by R. Wyron (.2); follow-up on meal charges (.3); confer with R. Wyron regarding same (.2); review Forty-Fifth monthly for October 2009 (.7); confer with R. Wyron regarding same (.1).	1.90
11/16/09	D. Fullem	Update fee/expense charts; circulate to R. Frankel, R. Wyron and V. Crossley.	0.50
11/16/09	D. Fullem	E-mail to R. Wyron regarding status of Orrick response to fee auditor initial report for Jul-Sep fee application time period; review response.	0.20
11/16/09	D. Fullem	Review and calendar omnibus hearing dates regarding quarterly fee applications filed in 2010.	0.10
11/16/09	R. Wyron	Review quarterly fee application and provide comments.	0.30
11/17/09	D. Fullem	Review and revise Orrick quarterly for the July-Sept 09 time period.	0.80
11/17/09	D. Fullem	Prepare revised draft of Orrick response to fee auditor initial report for the April-June 09 time period.	1.90
11/17/09	D. Fullem	Follow-up regarding meal expenses; confer with R. Wyron regarding status of same.	0.50
11/17/09	D. Felder	Review October fee application.	0.50
11/19/09	D. Fullem	Confer with R. Wyron regarding status of response to fee auditor initial report.	0.20
11/19/09	D. Fullem	Confer with R. Wyron regarding Orrick fee applications status/filing/timing.	0.20
11/19/09	D. Fullem	Prepare edits to October monthly fee application.	0.80
11/20/09	D. Fullem	Prepare CNO regarding Orrick's September 09 fee application and e-mail to C. Hartman for filing, coordinate service of same.	0.50
11/20/09	D. Fullem	Prepare final version of Orrick's 15th quarterly fee application for the Jul-Sep 09 time period; e-mail to C. Hartman for filing; coordinate service of same.	0.50
11/20/09	D. Fullem	Calendar objection deadlines relating to fee applications.	0.20
11/20/09	D. Felder	Review CNO for Orrick fee application.	0.10
11/20/09	R. Wyron	Review fee application status and follow-up.	0.20
11/23/09	D. Fullem	Confer with R. Wyron (.1); review and prepare edits to our response to fee auditor initial report for Apr-Jun 09 time period (.5); e-mail new revised draft to R. Wyron for review (.1); e-mail to fee auditor regarding status of same (.1).	0.80



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11/23/09	D. Felder	Review draft response to fee auditor and provide comments regarding same.	0.20
11/23/09	R. Wyron	Review and revise response to fee auditor (.8); confer with R. Frankel and respond to e-mails re same (.4).	1.20
11/24/09	D. Fullem	Prepare Orrick October fee application for filing/service.	0.50
11/24/09	D. Fullem	Confer with R. Wyron regarding edits to reply letter to fee auditor initial report for April-June 09 time period (.2); prepare edits (.6); review final version (.1); obtain R. Wyron's signature (.1); prepare e-mail to B. Ruhlander regarding same (.2).	1.20
11/24/09	R. Wyron	Finalize response to fee auditor.	0.20
11/25/09	D. Fullem	Prepare e-mail regarding filing of Orrick October fee application.	0.10
11/25/09	D. Fullem	Prepare e-mail to C. Hartman regarding confirming filing of Orrick October fee application.	0.10
11/30/09	D. Fullem	Review recent payment information; update spreadsheets; circulate to R. Wyron, R. Frankel and V. Crossley.	0.40
11/30/09	D. Fullem	Review e-mail from B. Ruhlander regarding final report on Orrick's April-June 09 quarterly; review R. Wyron's e-mail regarding same.	0.20
11/30/09	D. Fullem	Review status/timing of filing next round of Orrick fee applications.	0.20
11/30/09	R. Wyron	Review response by Fee Auditor and consult re issues (.2); calls and e-mails re outstanding payments (.2).	0.40

Total Hours	25.60
Total For Services	\$9,224.00

Timekeeper Summary	Hours	Rate	Amount
Debra Felder	3.20	590.00	1,888.00
Debra O. Fullem	19.50	255.00	4,972.50
Richard H. Wyron	2.90	815.00	2,363.50
Total All Timekeepers	25.60	\$360.31	\$9,224.00



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Disbursements

Document Reproduction	913.00
Express Delivery	42.63
Outside Services	8.64
Postage	317.06
Total Disbursements	\$1,281.33
 Total For This Matter	 \$10,505.33



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For Legal Services Rendered Through November 30, 2009 in Connection With:

Matter: 15 - Travel Time (Non-Working)

11/04/09	P. Mahaley	Travel to New York City to attend insurance settlement negotiation.	2.00
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Total Hours	2.00
Total For Services	\$605.00

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Peri N. Mahaley	2.00	302.50	605.00
Total All Timekeepers	2.00	\$302.50	\$605.00
			\$605.00
			Total For This Matter

*** * * COMBINED TOTALS * * ***

Total Hours	525.60
Total Fees, all Matters	\$345,791.50
Total Disbursements, all Matters	\$8,534.56
Total Amount Due	\$354,326.06